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INTERSTATE COMMERCE COMMISSION

**STATEMENT OF NEW NUMBERS
Dated as of November 1, 1975**

under

**ILLINOIS CENTRAL RAILROAD
GUARANTEED EQUIPMENT TRUST AGREEMENT, SERIES A
Dated as of May 1, 1971**

between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

CHICAGO & ILLINOIS WESTERN RAILROAD

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of November 1, 1975, between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the Trustee) and CHICAGO & ILLINOIS WESTERN RAILROAD, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Railroad) and ILLINOIS CENTRAL GULF RAILROAD COMPANY, successor in interest of ILLINOIS CENTRAL RAILROAD COMPANY, a Delaware corporation (hereinafter called the Guarantor).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of May 1, 1971 (hereinafter called the Trust Agreement), pursuant to which the Railroad has agreed to cause to be transferred to the Trustee the railroad equipment (hereinafter called the Trust Equipment) described in Schedule A thereto, and the Trustee has agreed to lease the Trust Equipment to the Railroad until title to such Trust Equipment is transferred by the Trustee to the Railroad under the provisions thereof; and

WHEREAS, the Trust Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c

of the Interstate Commerce Act on May 17, 1971, and was assigned recordation number 6155; and

WHEREAS, the Railroad now desires to renumber certain of the Trust Equipment and to amend the Trust Agreement accordingly;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by substituting therein, in the place of the identifying numbers under the column "Original Numbers", the identifying numbers under the column "New Numbers", as shown on Exhibit A attached hereto and made a part hereof.

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall be


deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of New Numbers is dated for convenience as of November 1, 1975, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgement hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, Trustee,

By 
Trust Officer

ATTEST:


Assistant Secretary
Thomas H. Foyen

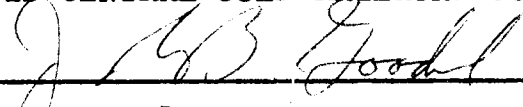
CHICAGO & ILLINOIS WESTERN RAILROAD

By 
Vice President - Manufacturing


ATTEST:


SECRETARY

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By 
TREASURER

ATTEST:


ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 13th day of November, 197 , before me
personally appeared JOHN B. GOODRICH to me personally
known, who being by me duly sworn, says that he is

Treasurer of Illinois Central Gulf Railroad Company, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said corporation.

Daniel P. Higgins

Notary Public

My Commission Expires

SEP 22 1977

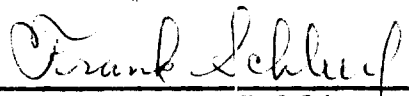
STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 17th day of November , 1975, before me personally appeared J. T. Grade to me personally known, who being by me duly sworn, says that he is Vice President-Manufacturing of Chicago & Illinois Western Railroad, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret M. Kowalik
Notary Public
My Commission expires March 3, 1979.

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 10th day of February, 1976, before me personally appeared J. J. Crooks to me personally known, who being by me duly sworn, says that he is a Trust Officer of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

<u>Description</u>	<u>Old Number</u>	<u>New Number</u>
Steel Cabooses	9556	199556
	9557	199557
	9565	199565
70-ton 50'6" Box Cars	13014	580514
	13039	580539 ✓
	13041	580541
	13102	563002
	13112	563012
	13121	563021
	13198	563098 ←
	13203	563103
	13213	563113
	13218	563118
	13259	563159
	13261	563161 ←
	13262	563162
	13271	563171
	13275	563175 ✓
	13324	563224
	13345	563245
	13352	563252
	13358	563258
	13365	563265
70-ton 50'6" Box Cars	13384	563284
	13518	563418
	13529	563429
70-ton 50'6" Box Cars	12953	580453
	12995	580495 ✓
	13063	580563
	13108	563008
	13119	563019
	13130	563030
	13136	563036
	13143	563043
	13144	563044 ✓
	13152	563052
	13156	563056
	13172	563072
	13190	563090
	13192	563092
	13194	563094
	13201	563101
	13205	563105
	13207	563107
	13214	563114
	13227	563127

<u>Description</u>	<u>Old Number</u>	<u>New Number</u>
70-ton 50'6" Box Cars	13238	563138
	13241	563141
	13242	563142 —
	13244	563144
	13266	563166
	13280	563180
	13289	563189
	13294	563194
	13299	563199
	13306	563206
	13307	563207
	13350	563250
	13364	563264
	13369	563269
	13370	563270 ✓
	13387	563287
	13391	563291 ✓
	13398	563298
	13406	563306
	13473	563373
	13489	563389 →
	13500	563400
	13525	563425
	13526	563426
	13561	563461
70-ton 60'9" Box Cars	44303	660303
	44310	660310
	44311	660311
	44313	660313
	44320	660320 ✓
	44322	660322
	44323	660323
	44326	660326
	44329	660329
	44318	660318
100-ton 60'9" Box Cars	44331	670331
	44332	670332
	44339	670339
	44341	670341
	44348	670348 ✓
	44352	670352
	44353	670353
	44364	670364